

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

**In re:**

**KALERA, INC.,<sup>1</sup>**

**Debtor.**

**CHAPTER 11**

**CASE NO.: 23-90290-DRJ**

**NOTICE OF SALE, BIDDING PROCEDURES, AUCTION, AND SALE HEARING**

**PLEASE TAKE NOTICE** that on April 4, 2023, Kalera, Inc. (“**Kalera**” or the “**Debtor**”), as debtor and debtor in possession in the above-captioned chapter 11 case (the “**Chapter 11 Case**”) filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “**Bankruptcy Court**”).

**PLEASE TAKE FURTHER NOTICE** that on April 18, 2023, the Debtor filed a motion requesting entry of an order approving certain bidding procedures for the sale of the Debtor’s assets (the “**Assets**”) and certain procedures for the assumption and assignment of executory contracts and unexpired leases in connection with the sale process (Doc. No. 66) (the “**Motion**”).<sup>2</sup> The Motion also seeks Bankruptcy Court approval for a sale (the “**Sale**”) of the Debtor’s Assets free and clear of all liens, claims, encumbrances, and other interests pursuant to a Bankruptcy Court order (the “**Sale Order**”).

**PLEASE TAKE FURTHER NOTICE THAT** on April 27, 2023, the Court entered an order (Doc. No. 98) (the “**Bidding Procedures Order**”) granting certain of the relief sought in the Motion, including, among other things, approving: (a) the notice and bidding procedures for the Sale of the Assets (the “**Bidding Procedures**”); and (b) procedures for the assumption and assignment of Contracts.<sup>3</sup>

**PLEASE TAKE FURTHER NOTICE THAT:**

1. The Debtor is seeking to sell substantially all of the Assets.
2. Under the Bidding Procedures Order, if the Debtor determines that it has received one or more Qualified Bids, the Debtor is authorized to conduct an Auction with respect to the Sale of the Assets at **9:00 a.m. on June 12, 2023 (prevailing Central Time)** (the “**Auction Date**”) at BakerHostetler’s Houston office, 811 Main Street, Suite 1100, Houston, Texas, 77002 , or on such other date or at such other location as shall be timely communicated to all parties entitled to

<sup>1</sup> The last four digits of the Debtor’s federal tax identification number is 7838. The Debtor’s mailing address is Kalera, Inc., Gateway Business Center 23, 18000 East 40<sup>th</sup> Avenue, Aurora, CO 80011.

<sup>2</sup> Please note that all capitalized terms used but not defined herein shall have the meanings set forth in the Motion.

<sup>3</sup> Copies of the Motion and Bidding Procedures Order are available free of charge at <https://cases.creditorinfo.com/kalera>.

attend the Auction.

3. **FAILURE TO ABIDE BY THE BIDDING PROCEDURES MAY RESULT IN THE DENIAL OF YOUR BID.** A written offer by a Qualified Bidder must be delivered so as to be received by no later than **4:00 p.m. on June 9, 2023 (prevailing Central Time)** (the “**Bid Deadline**”). The following parties must receive such bid by the Bid Deadline: (i) counsel to the Debtor, Baker & Hostetler LLP, Attn: Elizabeth A. Green (egreen@bakerlaw.com); Jimmy D. Parrish (jparrish@bakerlaw.com); Jorian L. Rose (jrose@bakerlaw.com); (ii) the Chief Restructuring Officer, B. Riley, Attn: Mark Shapiro (mshapiro@brileyfin.com), Michael Thatcher (mthatcher@brileyfin.com), and Tess Wolff (twolff@brileyfin.com); and (iii) counsel to the Committee, Dykema Gossett PLLC, Attn: Basil A. Umari (bumari@dykema.com); Nicholas Zugaro (nzugaro@dykema.com); Alexandria R. Rahn (arahn@dykema.com) (collectively the “**Notice Parties**”). Instructions for how to submit a Qualified Bid can be found in the Bidding Procedures Order and the Bidding Procedures.

4. The Debtor, in consultation with the Committee, will review and evaluate each Qualified Bid and determine which offer is the highest or otherwise best offer from among the Qualified Bids submitted at the Auction (such bid, the “**Successful Bid**,” and the Qualified Bidder submitting such Successful Bid, the “**Successful Bidder**”), which shall be subject to Bankruptcy Court approval.

5. The Bankruptcy Court is scheduled to conduct a hearing (the “**Sale Hearing**”) to consider approval of the Sale at **1:00 p.m. on June 20, 2023 (prevailing Central Time)** unless adjourned in accordance with the Bidding Procedures.

6. **ANY INTERESTED PURCHASER SHOULD CONTACT THE DEBTOR’S REPRESENTATIVES VIA EMAIL:** Mark Shapiro (mshapiro@brileyfin.com); Michael Thatcher (mthatcher@brileyfin.com); and Tess Wolff (twolff@brileyfin.com).

7. Objections, if any, to the Sale of the Assets to the Successful Bidder shall be filed with the Court and served so as to be actually received no later than **4:00 p.m. on June 14, 2023 (prevailing Central Time)** (the “**Sale Objection Deadline**”), by: (i) counsel to the Debtor, Baker & Hostetler LLP, Attn: Elizabeth A. Green (egreen@bakerlaw.com); Jimmy D. Parrish (jparrish@bakerlaw.com); Jorian L. Rose (jrose@bakerlaw.com); (ii) the Chief Restructuring Officer, B. Riley, Attn: Mark Shapiro (mshapiro@brileyfin.com), Michael Thatcher (mthatcher@brileyfin.com), and Tess Wolff (twolff@brileyfin.com); (iii) counsel to the Committee, Dykema Gossett PLLC, Attn: Basil A. Umari (bumari@dykema.com); Nicholas Zugaro (nzugaro@dykema.com); Alexandria R. Rahn (arahn@dykema.com); and (iv) the Office of the United States Trustee, Attn: Jayson Ruff (jayson.b.ruff@usdoj.gov) and Andrew Jiménez (andrew.jimenez@usdoj.gov). Under the Bidding Procedures, only timely filed and served responses, objections, and other pleadings will be considered by the Court at the Sale Hearing.

8. **THE FAILURE OF ANY PERSON OR ENTITY TO FILE AND SERVE AN OBJECTION BY THE OBJECTION DEADLINE SHALL BE A BAR TO THE ASSERTION BY SUCH PERSON OR ENTITY OF ANY OBJECTION TO THE SALE MOTION, THE SALE ORDER, AND THE SALE TRANSACTION.**

9. **THE FAILURE OF ANY PERSON OR ENTITY WITH A LIEN ON THE ASSETS WHO DOES NOT FILE AND SERVE AN OBJECTION BY THE OBJECTION DEADLINE SHALL BE DEEMED TO CONSENT TO THE SALE TRANSACTION BEING FREE AND CLEAR OF ALL LIENS (OTHER THAN ASSUMED LIABILITIES). UPON THE CLOSING, SUCH LIENS WILL ATTACH TO THE PROCEEDS OF THE SALE TRANSACTION WITH THE SAME VALIDITY, PRIORITY, AND FORCE AND EFFECT AS SUCH LIEN HAD IMMEDIATELY PRIOR TO THE CLOSING OF THE SALE TRANSACTION. IN ADDITION, SUCH PERSONS COULD BE COMPELLED TO ACCEPT MONEY SATISFACTION FOR THEIR INTERESTS.**

May 10, 2023

**BAKER & HOSTETLER LLP**

*/s/ Elizabeth A. Green*

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